

WASHINGTON TRUST BANCORP INC
 Form 4
 April 27, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BENNETT GARY P

2. Issuer Name and Ticker or Trading Symbol
WASHINGTON TRUST BANCORP INC [WASH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/26/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

86 MONTAUK AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

STONINGTON, CT 06378

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 04/26/2005 | | A | V Amount 500 (A) or (D) A Price \$ 0 (1) | 6,581.552 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to buy) | \$ 9.3333 | | | | | 04/30/1996 04/30/2006 | | Common Stock | 1,266 |
| Stock Options (Right to buy) | \$ 15.5 | | | | | 04/25/2001 04/25/2010 | | Common Stock | 2,000 |
| Stock Options (Right to buy) | \$ 17.85 | | | | | 04/24/2002 04/24/2011 | | Common Stock | 2,000 |
| Stock Options (Right to buy) | \$ 19.5 | | | | | 04/27/2000 04/27/2009 | | Common Stock | 1,688 |
| Stock Options (Right to buy) | \$ 20.23 | | | | | 04/23/2003 04/23/2012 | | Common Stock | 2,000 |
| Stock Options (Right to buy) | \$ 20.62 | | | | | 04/29/2006 04/29/2013 | | Common Stock | 2,000 |
| Stock Options (Right to buy) | \$ 21.3333 | | | | | 04/28/1999 04/28/2008 | | Common Stock | 1,688 |
| Stock Options (Right to buy) | \$ 27.56 | | | | | 04/27/2007 04/27/2014 | | Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BENNETT GARY P 86 MONTAUK AVENUE STONINGTON, CT 06378 | X | | | |

Signatures

| | |
|---|------------|
| David V. Devault EVP, Treas, CFO-POA | 04/27/2005 |
|---|------------|

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Acquisition represents award of restricted stock units for no consideration.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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